



0000059408

ORIGINAL

RECEIVED

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

FENNEMORE CRAIG
A Professional Corporation
Jay L. Shapiro
Patrick J. Black
3003 North Central Avenue
Suite 2600
Phoenix, Arizona 85012
Telephone (602) 916-5000

Arizona Corporation Commission

DOCKETED

DEC 11 2003

2003 DEC 11 P 3:53

AZ CORP COMMISSION
DOCUMENT CONTROL

DOCKETED BY

Attorneys for Santa Cruz Water Company and Palo Verde Utilities Company

BEFORE THE ARIZONA CORPORATION COMMISSION

IN THE MATTER OF THE
APPLICATION OF PALO VERDE
UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING
CERTIFICATE OF CONVENIENCE AND
NECESSITY.

DOCKET NO. SW-03575A-03-0167

IN THE MATTER OF THE
APPLICATION OF SANTA CRUZ
WATER COMPANY, FOR AN
EXTENSION OF ITS EXISTING
CERTIFICATE OF CONVENIENCE AND
NECESSITY.

DOCKET NO. W-03576A-03-0167

**NOTICE OF SUPPLEMENT TO
DECEMBER 1, 2003 STATUS
REPORT**

Santa Cruz Water Company and Palo Verde Utilities Company hereby file this
Notice of Supplement to its December 1, 2003, monthly status report in compliance with
Decision No. 66394, which states:

IT IS FURTHER ORDERED that Palo Verde Utilities Company, LLC, and Santa Cruz Water Company, LLC, shall file monthly status report, beginning November 1, 2003, until further order of the Commission, and copies of all subsequent pleadings related to Mr. Reinbold's Oregon Circuit Court judgment, including all appeals and related litigation, as well as any pleadings or correspondence of the pledge agreement signed by Mr. Reinhold, or related matters.

Attached hereto as Exhibit 1 is a letter from Mr. Reinbold's attorney, dated November 24, 2003, responding to questions presented in relation to the Oregon Circuit Court judgment referenced in Decision No. 66394.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

RESPECTFULLY submitted this 11th day of December, 2003.

FENNEMORE CRAIG, P.C.

By: 
Jay L. Shapiro
Patrick J. Black
Attorney for Palo Verde Utilities Company
and Santa Cruz Water Company

ORIGINAL and 15 copies delivered this 11th
day of December, 2003, to:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

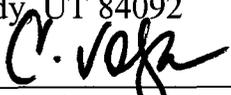
COPY hand-delivered this 11th day of December, 2003 to:

Dwight D. Nodes
Hearing Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

COPY mailed this 11th day of December, 2003 to:

Brent D. Butcher
3975 S. Highland Drive, #6
Salt Lake City, UT 84124

Kent A. Hogan
3799 E. Catamount Ridge Way
Sandy, UT 84092

By: 
1491643.1/83326.01

EXHIBIT

1

Tonkon Torp LLP
ATTORNEYS

1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503-221-1440

JEANNE M. CHAMBERLAIN

(503) 802-2031
FAX (503) 972-3731
jeanne@tonkon.com

November 24, 2003

VIA FACSIMILE

Ms. Lisa A. Kaner
Markowitz, Herbold, Glade & Mehlhaf, P.C.
Suite 3000 Pacwest Center
1211 S.W. Fifth Avenue
Portland, OR 97204-3730

Re: *Oregon Public Employees' Retirements Board v. Simat, Helliesen & Eichner, et al*
Multnomah County Circuit Court Case No. 9610-08259

Dear Lisa:

Enclosed is Mr. Reinbold's response to your October 1, 2003 inquiry. Please let me know if you have any questions.

Very truly yours,


Jeanne M. Chamberlain

JMC/dh
Enclosure

cc: Michael T. Reinbold (via facsimile)
00749400002\544611 V001

REINBOLD RESPONSE TO OCTOBER 1, 2003 INQUIRY**Inactive Entities**

I acquired a one-third ownership interest in the following entities in December 1996. However, they have been inactive and have never held any assets. I do not anticipate that they will be active in the future.

Pecan Valley Investments III, LLC

Pecan Valley Investments IV, LLC

Rio Verde Properties 84, LLC

I acquired a one-third ownership interest in Rio Verde Properties 84, LLC in December 1996. The interest was transferred to Reinbold Investments LLC in March 1998. Rio Verde Properties 84, LLC became inactive and transferred its assets to Rio Verde Properties, LLC in March 1999.

Rio Verde Properties, LLC

I acquired a one-third interest in Rio Verde Properties, LLC in December 1996. The interest was transferred to Reinbold Investments, LLC in March 1998. As described in Ms. Chamberlain's July 2, 1999 letter to you, Reinbold Investments was forced to withdraw as a member of Rio Verde in 1999. In exchange, it received certain cash and a right to participate in future profits.

El Dorado Partners, LLC

At no time have I had any ownership interest in El Dorado Partners, LLC.

Rio Verde 832, LLC

At no time have I had any ownership interest in Rio Verde 832, LLC.

Western Development Properties, LLC

I am the sole owner of this entity. It was formed in October 2000. No assets of Reinbold Investments, LLC or RHS Properties, LLC were used to form the entity or acquire my interest.

Phoenix Capital Partners, LLC

At no time have I had any direct ownership interest in Phoenix Capital Partners, LLC. I have an indirect interest through Pecan Valley Investments, LLC and Phoenix Utility Management, LLC.

Palo Verde Utilities Co., LLC

At no time have I had any direct ownership interest in Palo Verde Utilities Co., LLC. I have an indirect interest through Phoenix Capital Partners.

Infrastructure & Development Solutions, Inc.

At no time have I had any direct ownership interest in Infrastructure & Development Solutions, LLC. I have an indirect interest through Pecan Valley Investments, LLC.

Santa Cruz Water Co., LLC

At no time have I had any direct ownership interest in Santa Cruz Water Co., LLC. I have an indirect interest through Phoenix Capital Partners, LLC.

Munich Holdings, LLC

I acquired a 16.83% interest in June 2002. No assets of Reinbold Investments, LLC or RHS Properties, Inc were used to acquire my interest. One half of my interest was transferred to Sally Button in the divorce property settlement.

Phoenix Utility Management, LLC

I acquired a 50% interest in Phoenix Utility Management, LLC in August 2002. No assets of Reinbold Investments, LLC or RHS Properties, LLC were used to form the entity or to acquire my interest. I assigned 10% of my interest to management personnel in January 2003.

Rio Verde/Munich 640, LLC

This LLC was established in June 2002. At no time have I had any direct ownership interest in Rio Verde/Munich 640, LLC. I have an indirect interest through Reinbold Investments, LLC's profit participation agreement with Rio Verde Properties, LLC.

Property Settlement Agreement

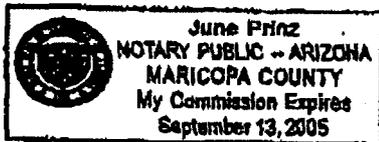
Ms. Sally Button was formerly a 50% member in Reinbold Investments, LLC. She determined to withdraw from the LLC and the entity had an obligation to distribute the withdrawing member's interest. This was described in Ms. Chamberlain's July 2, 1999 letter. I pledged 100% of my interest in the entity to OPERF. I did not pledge the interest of the withdrawing member, Ms. Button. Indeed, I could not pledge her interest. Arizona is a community property state. The formal distribution to Ms. Button is reflected in our Property Settlement Agreement implementing our divorce.

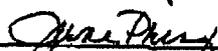
The foregoing is true and correct to the best of my knowledge.



Michael T. Reinbold

Subscribed and sworn to before me this 24 day of November, 2003.





Notary Public for Arizona
My Commission Expires: 9-13-05